

ANDERSON & KARRENBURG
THOMAS R. KARRENBURG (#3726)
JARED SCOTT
50 West Broadway, Suite 700
Salt Lake City, UT 84101
Telephone: 801/534-1700
801/364-7697 (fax)

ROBBINS GELLER RUDMAN
& DOWD LLP
DAVID W. MITCHELL
BRIAN O. O'MARA
STEVEN M. JODLOWSKI
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

BOIES SCHILLER FLEXNER LLP
SCOTT E. GANT
MELISSA F. ZAPPALA
1401 New York Ave., NW
Washington, DC 20005
Telephone: 202/237-2727
202/237-6131 (fax)
and
CARL GOLDFARB
401 East Las Olas Blvd., Suite 1200
Fort Lauderdale, FL 33301
Telephone: 954/356-0011
954/356-0022 (fax)

Attorneys for Plaintiffs

[Additional counsel appear on signature page.]

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

J THOMPSON, et al., Individually and on
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

1-800 CONTACTS, INC., et al.,

Defendants.

) No. 2:16-cv-01183

) CLASS ACTION

) Judge Tena Campbell

) Magistrate Judge Dustin B. Pead

) **PLAINTIFFS' *UNOPPOSED***
) APPLICATION FOR LEAVE TO FILE
) OVERLENGTH MEMORANDUM IN
) SUPPORT OF PRELIMINARY APPROVAL
) OF SETTLEMENT AGREEMENT WITH
) ARLINGTON CONTACT LENS SERVICE,
) INC. AND NATIONAL VISION, INC.

Pursuant to DUCiv.R. 7-1(e), plaintiffs J Thompson, Iysha Abed, Daniel J. Bartolucci, Alexa Bean, William P. Duncanson, Tyler Nance, Leia Pinto, Jill Schulson, and Edward Ungvarsky (“plaintiffs”) file this motion for leave to extend the page limits of Local Rule DUCiv. 7-1(a)(3)(B) for plaintiffs’ motion for preliminary approval of a settlement agreement with defendants Arlington Contact Lens Service, Inc. (“AC Lens”) and National Vision, Inc. (“NVI”; together with AC Lens, “NVI/AC Lens”). Because they cannot present all material the Court must consider to approve the settlement, plaintiffs seek leave to file a motion not to exceed 20 pages. Plaintiffs offer the following as good cause in support of their request:

1. On July 13, 2017, Interim Lead Counsel submitted a notice on behalf of named plaintiffs and the proposed Class as well as on behalf of defendants NVI/AC Lens, stating that plaintiffs and NVI/AC Lens had reached a settlement to resolve all claims brought by plaintiffs and the proposed Class against defendants NVI/AC Lens. *See* Dkt. No. 96. That notice indicated that the parties would prepare and file a settlement agreement and motion for preliminary approval. *Id.*

2. Since then, plaintiffs and NVI/AC Lens have worked diligently to prepare a long-form agreement setting forth the terms of the settlement. The parties have finalized and executed the long-form agreement. Accordingly, plaintiffs have prepared their motion pursuant to Fed. R. Civ. P. 23 for preliminary approval of the settlement agreement between plaintiffs and NVI/AC Lens, which is filed concurrently herewith. Pursuant to Local Rule DUCiv.R. 7-1(a)(3)(B), plaintiffs’ motion for preliminary approval cannot exceed 10 pages in length.

3. Under Local Rule DUCiv.R. 7-1(e), “[i]f a motion or memorandum is to exceed the page limitations set forth in this rule, leave of court must be obtained.” Plaintiffs respectfully request that the page limit for their motion for preliminary approval of settlement be enlarged from 10 pages to 20 pages.

4. Plaintiffs have good cause for this request. Plaintiffs' motion will explain the key settlement terms and set forth the reasons why the settlement meets the standard for preliminary approval. There are also substantial procedural requirements plaintiffs must address pursuant to Fed. R. Civ. P. 23 in support of their motion for preliminary approval, including discussing the nature of negotiations, the benefit to the Class of immediate recovery, and an analysis of relevant questions as to law and fact. In addition, the motion explains the steps necessary for plaintiffs to provide notice to the class and prepare a plan of distribution.

5. Plaintiffs' motion will also demonstrate that certification of a proposed settlement class is justified, and that the numerosity, commonality, typicality, and adequacy requirements for certification under Fed. R. Civ. P. 23(a) are satisfied. Plaintiffs' motion for preliminary approval will also demonstrate that questions of law and fact predominate over individualized issues, and that a class action is a superior method of resolving this controversy as required by Fed. R. Civ. P. 23(b). Given the importance of achieving preliminary approval of a class action settlement, plaintiffs need 20 pages to fully address these requirements.

6. Prior to filing this motion, counsel for plaintiffs conferred with counsel for defendants 1-800 Contacts, Inc., Vision Direct, Inc., Walgreens Boots Alliance, Inc., Walgreen Co., and Luxottica Retail North America Inc. ("the Non-Settling Defendants"). The Non-Settling Defendants do not oppose this motion.

7. Accordingly, plaintiffs seek leave to extend the page limit for their motion for preliminary approval of settlement agreement with NVI/AC Lens from 10 pages to 20 pages.

DATED: September 25, 2017

Respectfully submitted,

ROBBINS GELLER RUDMAN
& DOWD LLP
DAVID W. MITCHELL (Admitted *Pro Hac Vice*)
BRIAN O. O'MARA
STEVEN M. JODLOWSKI (Admitted *Pro Hac Vice*)

s/ David W. Mitchell
DAVID W. MITCHELL

655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

Counsel for Plaintiffs and
Interim Lead Counsel for the Putative Class

DATED: September 25, 2017

BOIES SCHILLER FLEXNER LLP
SCOTT E. GANT (Admitted *Pro Hac Vice*)
MELISSA F. ZAPPALA (Admitted *Pro Hac Vice*)

s/ Scott E. Gant
SCOTT E. GANT

1401 New York Ave., NW
Washington, DC 20005
Telephone: 202/237-2727
202/237-6131 (fax)

BOIES SCHILLER FLEXNER LLP
CARL GOLDFARB (Admitted *Pro Hac Vice*)
401 East Las Olas Blvd., Suite 1200
Fort Lauderdale, FL 33301
Telephone: 954/356-0011
954/356-0022 (fax)

Counsel for Plaintiffs and
Interim Lead Counsel for the Putative Class

ANDERSON & KARRENERG
THOMAS R. KARRENERG (#3726)
JARED SCOTT
50 West Broadway, Suite 700
Salt Lake City, UT 84101
Telephone: 801/534-1700
801/364-7697 (fax)

BAILEY GLASSER LLP
STEVEN L. BLOCH*
JAMES L. KAUFFMAN*
MARK B. DESANTO*
One Tower Bridge
100 Front Street, Suite 1235
West Conshohocken, PA 19428
Telephone: 610/834-7506
610/834-7509 (fax)

BROWNSTEIN LAW GROUP, PC
JOSHUA S. BROWNSTEIN
M. RYDER THOMAS
353 Sacramento Street, Suite 1140
San Francisco, CA 94111
Telephone: 415/986-1338
415/986-1231 (fax)

CARNEY BATES & PULLIAM, PLLC
RANDALL K. PULLIAM*
519 W. 7th Street
Little Rock, AR 72201
Telephone: 501/312-8500
501/312-8505 (fax)

CUNEO GILBERT & LADUCA, LLP
JONATHAN W. CUNEO
CHARLES J. LADUCA
MATTHEW E. MILLER
4725 Wisconsin Ave. NW, Suite 200
Washington, DC 20016
Telephone: 202/789-3960
202/789-1813 (fax)

DILWORTH PAXSON LLP
JOSHUA D. WOLSON
JERRY R. DeSIDERATO
1500 Market Street, Suite 3500E
Philadelphia, PA 19102
Telephone: 215/375-7000

GOLOMB & HONIK, P.C.
RICHARD M. GOLOMB
KENNETH J. GUNFELD
DAVID J. STANOCH
1515 Market Street, Suite 1100
Philadelphia, PA 19102
Telephone: 215/985-9177
212/985-4169 (fax)

LOCKRIDGE GRINDAL NAUEN PLLP
ROBERT K. SHELQUIST
REBECCA A. PETERSON
100 Washington Avenue South, Suite 2200
Minneapolis, MN 55401
Telephone: 612/339-6900
612/339-0981 (fax)

LAW OFFICES OF RONALD A. MARRON, APLC
RONALD A. MARRON
MICHAEL HOUCHIN
651 Arroyo Drive
San Diego, CA 92103
Telephone: 619/696-9006

LAW OFFICES OF WILLIAM MARKHAM, P.C.
WILLIAM MARKHAM
DORN BISHOP
JASON ELIASER
550 West C Street, Suite 2000
San Diego, CA 92101
Telephone: 619/221-4400

PRICE PARKINSON & KERR, PLLC
JASON KERR
5742 W. Harold Gatty Drive, Suite 101
Salt Lake City, UT 84116
Telephone: 801/517-7088

ROBBINS ARROYO LLP
BRIAN J. ROBBINS
GEORGE C. AGUILAR
GREGORY DEL GAIZO
600 B Street, Suite 1900
San Diego, CA 92101
Telephone: 619/525-3990
619/525-3991 (fax)

Counsel for Plaintiffs

**Pro Hac Vice* application forthcoming.

CERTIFICATE OF SERVICE

I hereby certify that on September 25, 2017, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 25, 2017.

s/ David W. Mitchell

DAVID W. MITCHELL

ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-8498
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: davidm@rgrdlaw.com

Mailing Information for a Case 2:16-cv-01183-TC-DBP Thompson et al v. 1-800 Contacts, Inc. et al

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Jeffrey C. Bank**
jbank@wsgr.com,ageritano@wsgr.com,lalmeida@wsgr.com
- **Steven H. Bergman**
steven-bergman@rbmn.com,ladonna-whelchel@rbmn.com,info@bergmanesq.com
- **Dorn Bishop**
db@markhamlawfirm.com,kim@dornbishoplaw.com
- **Alycia N. Broz**
anbroz@vorys.com
- **Kuntal Cholera**
kcholera@cov.com
- **Robert S. Clark**
rclark@parrbrown.com,calendar@parrbrown.com,achandler@parrbrown.com
- **Justin A. Cohen**
jcohen@wsgr.com
- **Robert M. Corp**
rcorp@wsgr.com,ageritano@wsgr.com
- **Jerry R. DeSiderato**
jdesiderato@dilworthlaw.com,jabed@dilworthlaw.com
- **Tyler Anne Dever**
tyler-dever@rbmn.com,francine-caserta@rbmn.com
- **Jason Eliaser**
je@markhamlawfirm.com
- **Scott E. Gant**
sgant@bsflp.com
- **Carl E. Goldfarb**
cgoldfarb@bsflp.com,krenae@bsflp.com,mcalvin@bsflp.com,hgreen@bsflp.com
- **Richard M. Golomb**
rgolomb@golombhonik.com,emalloy@golombhonik.COM
- **Kenneth J. Grunfeld**
kgrunfeld@golombhonik.com,emalloy@golombhonik.COM
- **Robert P. Harrington**
rharrington@rqn.com,jevans@rqn.com,docket@rqn.com
- **Brent O. Hatch**
bhatch@hjdlaw.com,brenthatch@gmail.com,administrator@hjdlaw.com

- **Mike Houchin**
mike@consumersadvocates.com
- **Steven M. Jodlowski**
sjodlowski@rgrdlaw.com,akelly@rgrdlaw.com,e_file_sd@rgrdlaw.com,tjohnson@rgrdlaw.com
- **Patrick E. Johnson**
pjohnson@cohnekinghorn.com,jdannenmueller@cohnekinghorn.com,msine@cohnekinghorn.com
- **Ashley D. Kaplan**
ashley.kaplan@mto.com
- **Thomas R Karrenberg**
tkarrenberg@aklawfirm.com,aolson@aklawfirm.com
- **Jason M. Kerr**
jasonkerr@ppktrial.com,johnsnow@ppktrial.com,elizabeth.phelps-robbins@ppktrial.com,steven.garff@ppktrial.com,angelajohnson@ppktrial.com
- **Andrew Lazerow**
alazerow@cov.com
- **William A. Markham**
wm@markhamlawfirm.com,la@markhamlawfirm.com,aa@markhamlawfirm.com
- **Ronald Marron**
ron.marron@gmail.com,ecf@consumersadvocates.com
- **Shaunda L. McNeill**
smcneill@hjdllaw.com,mc.shaunda@gmail.com,administrator@hjdllaw.com
- **David W. Mitchell**
davidm@rgrdlaw.com,ckopko@rgrdlaw.com
- **Paul T. Moxley**
pmoxley@cohnekinghorn.com,msine@cohnekinghorn.com,mcerutti@cohnekinghorn.com
- **Sara M. Nielson**
snielson@parrbrown.com,acoats@parrbrown.com,calendar@parrbrown.com
- **Chul Pak**
cpak@wsgr.com,ageritano@wsgr.com
- **Rebecca A. Peterson**
rapeterson@locklaw.com,bgilles@locklaw.com
- **Justin P. Raphael**
justin.raaphael@mto.com,mark.roberts@mto.com
- **Amanda McMurray Roe**
amroe@vorys.com
- **Kenneth J. Rubin**
kjrubin@vorys.com
- **Jared D. Scott**
jscott@aklawfirm.com,krubino@aklawfirm.com
- **Robert K. Shelquist**
rkshelquist@locklaw.com,kjleroy@locklaw.com,bgilles@locklaw.com

- **Rohit Kumar Singla**
rohit.singla@mto.com,dolores.reyes@mto.com
- **Heather M. Sneddon**
hsneddon@aklawfirm.com,krubino@aklawfirm.com
- **David J. Stanoch**
dstanoch@golombhonik.com,emalloys@golombhonik.com
- **Samuel C. Straight**
sstraight@rqn.com,bsears@rqn.com,docket@rqn.com
- **Joshua D. Wolson**
jwolson@dilworthlaw.com,jabed@dilworthlaw.com
- **Melissa Felder Zappala**
mzappala@bsflp.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)

Comma delimited list of email addresses that may be used for copying and pasting into your own email program:

jbank@wsgr.com,ageritano@wsgr.com,lalmeida@wsgr.com,steven-bergman@rbmn.com,
ladonna-whelchel@rbmn.com,info@bergmanesq.com,db@markhamlawfirm.com,kim@dornbishoplaws.com,
anbroz@vorys.com,kcholera@cov.com,rclark@parrbrown.com,calendar@parrbrown.com,
achandler@parrbrown.com,jcohen@wsgr.com,rcorp@wsgr.com,jdesiderato@dilworthlaw.com,
jabed@dilworthlaw.com,tyler-dever@rbmn.com,francine-caserta@rbmn.com,je@markhamlawfirm.com,
sgant@bsflp.com,cgoldfarb@bsflp.com,krenae@bsflp.com,mcalvin@bsflp.com,
hgreen@bsflp.com,rgolomb@golombhonik.com,emalloys@golombhonik.COM,kgrunfeld@golombhonik.com,
rharrington@rqn.com,jevans@rqn.com,docket@rqn.com,bhatch@hjdlaw.com,
brenthatch@gmail.com,administrator@hjdlaw.com,mike@consumersadvocates.com,sjodlowski@rgrdlaw.com,
akelly@rgrdlaw.com,e_file_sd@rgrdlaw.com,tjohnson@rgrdlaw.com,pjohnson@cohnecinghorn.com,
jdannenmueller@cohnecinghorn.com,msine@cohnecinghorn.com,ashley.kaplan@mto.com,tarrenberg@aklawfirm.com,
aolson@aklawfirm.com,jasonkerr@ppktrial.com,johnsnow@ppktrial.com,elizabeth.phelps-robbins@ppktrial.com,
steven.garff@ppktrial.com,angelajohnson@ppktrial.com,alazerow@cov.com,wm@markhamlawfirm.com,
la@markhamlawfirm.com,aa@markhamlawfirm.com,ron.marron@gmail.com,ecf@consumersadvocates.com,
smcneill@hjdlaw.com,mc.shaunda@gmail.com,davidm@rgrdlaw.com,ckopko@rgrdlaw.com,
pmoxley@cohnecinghorn.com,mcerutti@cohnecinghorn.com,snielson@parrbrown.com,acoats@parrbrown.com,
cpak@wsgr.com,rapeterson@locklaw.com,bgilles@locklaw.com,justin.rafael@mto.com,
mark.roberts@mto.com,amroe@vorys.com,kjrubin@vorys.com,jscott@aklawfirm.com,
krubino@aklawfirm.com,rkshelquist@locklaw.com,kjleroy@locklaw.com,rohit.singla@mto.com,
dolores.reyes@mto.com,hsneddon@aklawfirm.com,dstanoch@golombhonik.com,emalloys@golombhonik.com,
sstraight@rqn.com,bsears@rqn.com,jwolson@dilworthlaw.com,mzappala@bsflp.com

(Too many email addresses to create a "mailto" link - more than 1500 characters.)